

SHEETZ STANTON R  
Form 5  
February 10, 2011

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden hours per response... 1.0

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Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person \*  
SHEETZ STANTON R

2. Issuer Name and Ticker or Trading Symbol  
FNB CORP/FL/ [FNB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)

5700 6TH AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

ALTOONA, PA 16601

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	02/04/2010	Â	P4	10,000 A \$ 6.8	136,496.7142	D	Â
Common Stock	02/04/2010	Â	P4	5,000 A \$ 6.76	141,496.7142	D	Â
Common Stock	02/12/2010	Â	P4	15,000 A \$ 6.84	159,027.9868 (1)	D	Â
Common Stock	Â	Â	Â	Â Â Â	1,011	I	By Keogh

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. F
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 14.67	Â	Â	Â	Â Â Â (2)	05/01/2011	Common Stock	1,011
Stock Options	\$ 16.24	Â	Â	Â	Â Â Â (2)	05/01/2012	Common Stock	1,011
Stock Options	\$ 17.24	Â	Â	Â	Â Â Â (2)	05/01/2013	Common Stock	1,011
Stock Options	\$ 16.64	Â	Â	Â	Â Â Â (2)	05/01/2014	Common Stock	1,011
Stock Options	\$ 14.74	Â	Â	Â	Â Â Â (2)	12/19/2015	Common Stock	1,011

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHEETZ STANTON R 5700 6TH AVENUE ALTOONA, PA 16601	Â X	Â	Â	Â

## Signatures

/s/Stanton R. Sheetz 02/10/2011

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Includes 331.2726 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

(2) Options are fully vested and are available for immediate exercise.

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